

### TYPE OF SERVICE

20. NATURE OF SERVICE: This filing is for an authorization to provide or use the following type(s) of service(s): Place an "X" in the box(es) next to all that apply.

- ☒ a. Fixed Satellite    ☐ c. Radiodetermination Satellite    ☐ e. Direct to Home Fixed Satellite  
☐ b. Mobile Satellite    ☐ d. Earth Exploration Satellite    ☐ f. Digital Audio Radio Service    ☐ g. Other (please specify) \_\_\_\_\_

21. STATUS: Place an "X" in the box next to the applicable status. Mark only one box.

- ☒ a. Common Carrier    ☐ b. Non-Common Carrier

22. If earth station applicant, place an "X" in the box(es) next to all that apply.

- ☒ a. Using U.S. licensed satellites    ☐ b. Using Non-U.S. licensed satellites

23. If applicant is providing INTERNATIONAL COMMON CARRIER service, see instructions regarding Sec. 214 filings. Mark only one box. Are these facilities:

- ☐ a. Connected to the Public Switched Network    ☐ b. Not connected to the Public Switched Network

24. FREQUENCY BAND(S): Place an "X" in the box(es) next to all applicable frequency band(s).

- ☐ a. C-Band (4/6 GHz)  
☒ b. Ku-Band (12/14 GHz)    ☐ c. Other (Please specify) \_\_\_\_\_

### TYPE OF STATION

25. CLASS OF STATION: Place an "X" in the box next to the class of station that applies. Mark only one box.

- ☒ a. Fixed Earth Station    ☐ b. Temporary-Fixed Earth Station    ☐ c. 12/14 GHz VSAT Network    ☐ d. Mobile Earth Station    ☐ e. Space Station    ☐ f. Other (Specify) \_\_\_\_\_

If space station applicant, go to Question 27.

26. TYPE OF EARTH STATION FACILITY Mark only one box.

- ☒ a. Transmit/Receive    ☐ b. Transmit-Only    ☐ c. Receive-Only

### PURPOSE OF MODIFICATION OR AMENDMENT

27. The purpose of this proposed modification or amendment is to: Place an "X" in the box(es) next to all that apply.

- ☐ a - authorization to add new emission designator and related service  
☐ b - authorization to change emission designator and related service  
☐ c - authorization to increase EIRP and EIRP density  
☐ d - authorization to replace antenna  
☐ e - authorization to add antenna  
☐ f - authorization to relocate fixed station  
☐ g - authorization to change assigned frequency(ies)  
☐ h - authorization to add Points of Communication (satellites & countries)  
☐ i - authorization to change Points of Communication (satellites & countries)  
☐ j - authorization for facilities for which environmental assessment and radiation hazard reporting is required  
☒ k - Other (Please Specify) Transfer of Control

### ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental impact as defined by 47 CFR 1.1307?

If YES, submit the statement as required by Sections 1.1308 and 1.1311 of the Commission's rules, 47 C.F.R. §§ 1.1308 and 1.1311, as an exhibit to this application.

☐ YES

☒ NO

A Radiation Hazard Study must accompany all applications as an exhibit for new transmitting facilities, major modifications, or major amendments. Refer to OET Bulletin 65.

### ALIEN OWNERSHIP

|  |                              |  |
|--|------------------------------|--|
| 29. Is the applicant a foreign government or the representative of any foreign government?   | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 30. Is the applicant an alien or the representative of an alien?   | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 31. Is the applicant a corporation organized under the laws of any foreign government?   | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 32. Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?  | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | <input type="checkbox"/> YES | <input checked="" type="checkbox"/> NO |
| 34. If any answer to questions 29, 30, 31, 32 and/or 33 is Yes, attach as an exhibit, the identification of the aliens or foreign entities, their nationality, their relationship to the applicant, and the percentage of stock they own or vote.  |                              |  |

### BASIC QUALIFICATIONS

|  |   |  |
|--|---|--|
| 35. Does the applicant request any waivers or exemptions from any of the Commission's Rules?<br>If Yes, attach as an exhibit, copies of the requests for waivers or exceptions with supporting documents.  | <input type="checkbox"/> YES            | <input checked="" type="checkbox"/> NO |
| 36. Has the applicant or any party to this application had any FCC station authorization or license revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? If Yes, attach as an exhibit, an explanation of the circumstances.  | <input type="checkbox"/> YES            | <input checked="" type="checkbox"/> NO |
| 37. Has the applicant, or any party to this application, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If Yes, attach as an exhibit, an explanation of the circumstances.   | <input type="checkbox"/> YES            | <input checked="" type="checkbox"/> NO |
| 38. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition? If Yes, attach as an exhibit, an explanation of the circumstances. | <input type="checkbox"/> YES            | <input checked="" type="checkbox"/> NO |
| 39. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the proceeding two items? If Yes, attach as an exhibit, an explanation of the circumstances.  | <input type="checkbox"/> YES            | <input checked="" type="checkbox"/> NO |
| 40. If the applicant is a corporation and is applying for a space station license, attach as an exhibit the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary (ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the Filer. |   |  |
| 41. By checking Yes, the undersigned certifies, that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.           | <input checked="" type="checkbox"/> YES | <input type="checkbox"/> NO            |
| 42a. Does the applicant intend to use a non-U.S. licensed satellite to provide service in the United States?<br>If yes, answer 42b and attach an exhibit providing the information specified in 47 C.F.R. § 25.137, as appropriate.<br>If no, proceed to question 43.  | <input type="checkbox"/> YES            | <input checked="" type="checkbox"/> NO |
| 42b. What administration has licensed or is in the process of licensing the space station? If no license will be issued, what administration has coordinated or is in the process of coordinating the space station? _____   |   |  |

Request for FCC consent to transfer control of Earth Station E950191

[illegible]

## CERTIFICATION

**The Applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.**

**44. Applicant is a (an): (Place an "X" in the box next to applicable response.)**

☐ a. Individual    ☐ b. Unincorporated Association    ☐ c. Partnership    ☒ d. Corporation    ☐ e. Governmental Entity    ☐ f. Other  
(Please specify)

**45. Typed Name of Person Signing**

David P. Gamble

46. Title of Person Signing

Vice President, External Affairs

**47. Signature.**

Signature David P. Goble

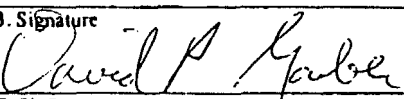
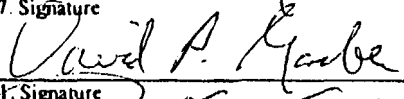
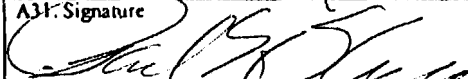
48. Date

DEC 10 1999

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

| <b>FEDERAL COMMUNICATIONS COMMISSION</b><br><b>FCC 312 - Schedule A</b><br>(Place an "X" in one of the blocks below)  |                                 |   |  | FCC Use Only  |  |
|---|---------------------------------|---|--|---|--|
| <input checked="" type="checkbox"/> <b>CONSENT TO TRANSFER OF CONTROL</b>   |                                 | <input type="checkbox"/> <b>CONSENT TO ASSIGNMENT OF LICENSE</b>                        |  |   |  |
| <input type="checkbox"/> <b>NOTIFICATION OF TRANSFER OF CONTROL OF RECEIVE ONLY REGISTRATION</b>  |                                 | <input type="checkbox"/> <b>NOTIFICATION OF ASSIGNMENT OF RECEIVE ONLY REGISTRATION</b> |  |   |  |
| <b>A1. Name of Licensee or Registrant</b><br>Paging Network of Los Angeles, Inc.  |                                 |   |  | <b>A2. Voice Telephone Number</b><br>(972) 801-0304 |  |
| <b>A3. Mailing Street Address or P.O. Box</b><br>14911 Quorum Drive, Suite 600<br>ATTENTION: Donna Comer, Licensing Manager   |                                 |   |  | <b>A4. Fax Telephone Number</b><br>(972) 801-0330   |  |
| <b>A5. City</b><br>Dallas   |                                 |   | <b>A6. State / Country (if not U.S.A.)</b><br>TX   |   | <b>A7. Zip Code</b><br>75240             |
| <b>A8. List Call Sign(s) of station(s) being assigned or transferred</b><br>E950191   |                                 |   |  |   | <b>A9. No. of station(s) listed</b><br>1 |
| <b>A10. Name of Transferor/Assignor (if different than licensee or registrant)</b><br>Shareholders of Paging Network, Inc.  |                                 |   | <b>A15. Name of Transferee/Assignee</b><br>Shareholders of Arch Communications Group, Inc. |   |  |
| <b>A11. Mailing Street Address or P.O. Box</b><br>14911 Quorum Drive, Suite 600   |                                 |   | <b>A16. Mailing Street Address or P.O. Box</b><br>1800 West Park Drive, Suite 250          |   |  |
| <b>A12. City</b><br>Dallas  | <b>A13. State/Country</b><br>TX | <b>A14. Zip Code</b><br>75240   | <b>A17. City</b><br>Westborough  | <b>A18. State/Country</b><br>MA                     | <b>A19. Zip Code</b><br>01581            |
| <b>A20. If these facilities are licensed, is the transferee/assignee directly or indirectly controlled by any other entity?</b><br>If Yes, attach as an exhibit, a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control including: (1) the name, address, citizenship, and primary business of the controlling entity and any intermediate subsidiaries or parties; and (2) the names, addresses, citizenship, and the percentages of voting and equity stock of those stockholders holding 10 percent or more of the controlling corporation's voting stock. <div style="float: right; text-align: right;"> <input type="checkbox"/> <b>YES</b>      <input checked="" type="checkbox"/> <b>NO</b><br/>                         But See Form 602<br/>                         Ownership Report at Tab A                     </div> |                                 |   |  |   |  |
| <b>A21. If these facilities are licensed, attach as an exhibit, a complete statement setting forth the facts which show how the assignment or transfer will serve the public interest.</b>  |                                 |   |  |   |  |

### CERTIFICATION

|  |   |   |                                 |
|--|---|---|---------------------------------|
| <b>1. The undersigned, individually and for licensee, certifies that all attached exhibits pertinent to Schedule A and all statements made in Schedule A of this application are true, complete and correct to the best of his/her knowledge and belief. The undersigned also certifies that any contracts or other instruments submitted herewith are complete and constitute the full agreement.</b> |   |   |                                 |
| <b>2. The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer of control or assignment of license will be completed within 60 days of Commission consent. The undersigned also acknowledges that the Commission must be notified by letter within 30 days of consummation.</b>        |   |   |                                 |
| <b>A22. Printed Name of Licensee (Must agree with A1)</b><br>David P. Gamble   | <b>A23. Signature</b><br> | <b>A24. Title (Office Held by Person Signing)</b><br>Vice Pres., External Affairs | <b>A25. Date</b><br>DEC 10 1999 |
| <b>A26. Printed Name of License Transferor/Assignor (If different than licensee. Must agree with A10)</b><br>David P. Gamble   | <b>A27. Signature</b><br> | <b>A28. Title (Office Held by Person Signing)</b><br>Vice Pres., External Affairs | <b>A29. Date</b><br>DEC 10 1999 |
| <b>A30. Printed Name of License Transferee/Assignee (Must agree with A15)</b><br>Paul H. Kuzia   | <b>A31. Signature</b><br> | <b>A32. Title (Office Held by Person Signing)</b><br>Exec. VP, Tech & Reg Affairs | <b>A33. Date</b><br>DEC 10 1999 |

C

## ARCH COMMUNICATIONS GROUP, INC. APPLICATIONS

| <i><b>TAB<br/>NO.</b></i> | <i><b>SERVICE(S)</b></i> | <i><b>LICENSEE</b></i>              | <i><b>FORM</b></i> | <i><b>ULS OR<br/>NON-ULS?</b></i> |
|---------------------------|--------------------------|-------------------------------------|--------------------|-----------------------------------|
| 1                         | GS                       | Arch Communications Enterprises LLC | 603                | NON-ULS                           |
| 2                         | IB/IG                    | Arch Communications Enterprises LLC | 603                | NON-ULS                           |
| 3                         | GS                       | Arch Connecticut Valley, Inc.       | 603                | NON-ULS                           |
| 4                         | IB/IG                    | Arch Connecticut Valley, Inc.       | 603                | NON-ULS                           |
| 5                         | YX                       | Arch Connecticut Valley, Inc.       | 603                | NON-ULS                           |
| 6                         | GS                       | Arch Paging, Inc.                   | 603                | NON-ULS                           |
| 7                         | IB/IG                    | Arch Paging, Inc.                   | 603                | NON-ULS                           |
| 8                         | GS                       | MobileMedia License Co. L.L.C.      | 603                | NON-ULS                           |
| 9                         | IB/IG                    | MobileMedia License Co. L.L.C.      | 603                | NON-ULS                           |
| 10                        | GS                       | Nationwide 929.8875 LLC             | 603                | NON-ULS                           |
| 11                        | CD, CF, CG,<br>OFS       | Arch Communications Enterprises LLC | 603                | ULS                               |
| 12                        | CD, CF, OFS              | Arch Connecticut Valley, Inc.       | 603                | ULS                               |
| 13                        | CD, CF, OFS              | Arch Paging, Inc.                   | 603                | ULS                               |
| 14                        | CD, CF, CG,<br>CN        | MobileMedia License Co. L.L.C.      | 603                | ULS                               |
| 15                        | IB (PMRS)                | Arch Connecticut Valley, Inc.       | 703                | NON-ULS                           |
| 16                        | Earth Station            | Arch Paging, Inc.                   | 312                | NON-ULS                           |
| 17                        | Earth Station            | MobileMedia License Co. L.L.C.      | 312                | NON-ULS                           |
| 18                        | VSAT                     | MobileMedia License Co. L.L.C.      | 312                | NON-ULS                           |



FCC Wireless Telecommunications Bureau  
Application for Assignments of Authorization  
and Transfers of Control

1) Application Purpose (Select only one) (TC)

|   |                                   |  |
|---|-----------------------------------|--|
| AA - Assignment of Authorization<br>TC - Transfer of Control  | AM - Amendment<br>WD - Withdrawal | NT - Required Notification (for Consummation of Assignment or Transfer)<br>EX - Request for Extension of Time (to Consummate Assignment or Transfer) |
| 2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC. |                                   | File Number:   |
| 2b) File numbers of related pending applications currently on file with the FCC: N/A  |                                   |  |

Type of Transaction

|   |   |
|---|---|
| 3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?  | ( <input checked="" type="radio"/> ) Yes No |
| 3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?  | ( ) Yes No                                  |
| 4) For assignments of authorization only, is this a partition and/or disaggregation?  | ( ) Yes No                                  |
| 5) Does this filing request a waiver of the Commission's rules?   | ( <input checked="" type="radio"/> ) Yes No |
| 6) Are attachments being filed with this application?   | ( <input checked="" type="radio"/> ) Yes No |
| 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? | ( <input checked="" type="radio"/> ) Yes No |
| 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?   | ( <input checked="" type="radio"/> ) Yes No |

Transaction Information

|   |
|---|
| 8) How will the assignment of authorization or transfer of control be accomplished? Select One: ( S )   |
| <p><u>S</u>ale or other assignment or transfer of stock                      <u>C</u>ourt Order</p> <p><u>O</u>ther (voting trust agreement, management contract, etc.): _____</p> <p>If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.</p> |
| 9) The assignment of authorization or transfer of control of license is: ( <input checked="" type="radio"/> ) Voluntary Involuntary   |

Licensee/Assignor Information

|   |         |  |                   |
|---|---------|--|-------------------|
| 10a) Taxpayer Identification Number:<br>[REDACTED]                              |         | 10b) SGIN:<br>LLC                                      |                   |
| 11) First Name (if individual):   | MI:     | Last Name:   | Suffix:           |
| 12) Entity Name (if not an individual):<br>Arch Communications Enterprises, LLC |         |  |                   |
| 13) Attention To:<br>Kimberly Chagnon   |         |  |                   |
| 14) P.O. Box:   | And /or | 15) Street Address:<br>1800 West Park Drive, Suite 250 |                   |
| 16) City:<br>Westborough  |         | 17) State:<br>MA                                       | 18) Zip:<br>01581 |
| 19) Telephone Number:<br>(508) 870-6700   |         | 20) FAX:<br>(508) 898-1953                             |                   |
| 21) E-Mail Address:<br>kchagnon@arch.com  |         |  |                   |

**22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):**

|                   |                                   |                         |                            |  |        |
|-------------------|-----------------------------------|-------------------------|----------------------------|--|--------|
| <b>Race:</b>      | American Indian or Alaska Native: | Asian:                  | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
| <b>Ethnicity:</b> | Hispanic or Latino:               | Not Hispanic or Latino: |                            |  |        |
| <b>Gender:</b>    | Female:                           | Male:                   |                            |  |        |

**Transferor Information (for transfers of control only)**

|  |  |         |  |  |                   |
|--|--|---------|--|--|-------------------|
| 23a) Taxpayer Identification Number:<br>[REDACTED]   |  |         | 23b) SGIN  |  |                   |
| 24) First Name (if individual):  |  | MI:     | Last Name:   |  | Suffix:           |
| 25) Entity Name (if other than individual):<br>Shareholders of Arch Communications Group, Inc. |  |         |  |  |                   |
| 26) P.O. Box:  |  | And /Or | 27) Street Address:<br>1800 West Park Drive, Suite 250 |  |                   |
| 28) City:<br>Westborough   |  |         | 29) State:<br>MA                                       |  | 30) Zip:<br>01581 |
| 31) Telephone Number:<br>(508) 870-6700  |  |         | 32) FAX:<br>(508) 898-1953                             |  |                   |
| 33) E-Mail Address:  |  |         |  |  |                   |

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

|   |  |          |   |  |                        |
|---|--|----------|---|--|------------------------|
| 34) First Name:<br>Kathryn                        |  | MI:<br>A | Last Name:<br>Zachem                                  |  | Suffix:                |
| 35) Company Name:<br>Wilkinson Barker Knauer, LLP |  |          |   |  |                        |
| 36) P.O. Box:                                     |  | And /Or  | 37) Street Address:<br>2300 N Street, N.W., Suite 700 |  |                        |
| 38) City:<br>Washington                           |  |          | 39) State:<br>DC                                      |  | 40) Zip:<br>20037-1128 |
| 41) Telephone Number:<br>(202) 783-4141           |  |          | 42) FAX:<br>(202) 783-5851                            |  |                        |
| 43) E-Mail Address:<br>kzachem@wbklaw.com         |  |          |   |  |                        |

**Assignee/Transferee Information**

|  |                            |                   |                              |                |         |
|--|----------------------------|-------------------|------------------------------|----------------|---------|
| 44) Assignee is a(n): ( <u>C</u> )   |                            |                   |                              |                |         |
| Individual Corporation   | Unincorporated Association | Trust Partnership | Government Entity Consortium | Joint Venture  |         |
| 45a) Taxpayer Identification Number:<br>[REDACTED]   |                            |                   |                              |                |         |
| 45b) SGIN  |                            |                   |                              |                |         |
| 46) First Name (if individual):  |                            | MI:               | Last Name:                   |                | Suffix: |
| 47) Entity Name (if other than individual):<br>Shareholders of Arch Communications Group, Inc. |                            |                   |                              |                |         |
| 48) Name of Real Party in Interest:<br>N/A   |                            |                   |                              | 49) TIN<br>N/A |         |
| 50) Attention To:<br>Kimberly Chagnon  |                            |                   |                              |                |         |

|  |                            |  |
|--|----------------------------|--|
| 51) P.O. Box                             | And /Or                    | 52) Street Address:<br>1800 West Park Drive, Suite 250 |
| 53) City:<br>Westborough                 | 54) State:<br>MA           | 55) Zip:<br>01581                                      |
| 56) Telephone Number:<br>(508) 870-6700  | 57) FAX:<br>(508) 898-1953 |  |
| 58) E-Mail Address:<br>kchagnon@arch.com |                            |  |

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

|   |                            |   |         |
|---|----------------------------|---|---------|
| 59) First Name:<br>Kathryn                        | MI:<br>A                   | Last Name:<br>Zachem                                  | Suffix: |
| 60) Company Name:<br>Wilkinson Barker Knauer, LLP |                            |   |         |
| 61) P.O. Box                                      | And /Or                    | 62) Street Address:<br>2300 N Street, N.W., Suite 700 |         |
| 63) City:<br>Washington                           | 64) State:<br>DC           | 65) Zip:<br>20037-1128                                |         |
| 66) Telephone Number:<br>(202) 783-4141           | 67) FAX:<br>(202) 783-5851 |   |         |
| 68) E-Mail Address:<br>kzachem@wbklaw.com         |                            |   |         |

**Alien Ownership Questions**

|   |              |
|---|--------------|
| 69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?   | ( N ) Yes No |
| 70) Is the Assignee or Transferee an alien or the representative of an alien?   | ( N ) Yes No |
| 71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?   | ( N ) Yes No |
| 72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?  | ( N ) Yes No |
| 73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?<br>If "Yes", attach exhibit explaining nature and extent of alien or foreign ownership or control. | ( N ) Yes No |


**Basic Qualification Questions**

|  |              |
|--|--------------|
| 74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?<br>If "Yes", attach exhibit explaining circumstances.  | ( N ) Yes No |
| 75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court?<br>If "Yes", attach exhibit explaining circumstances.   | ( N ) Yes No |
| 76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?<br>If "Yes", attach exhibit explaining circumstances. | ( N ) Yes No |
| 77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items?<br>If "Yes", attach exhibit explaining circumstances.  | ( N ) Yes No |

**78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):**

|                   |                                   |                         |                            |  |        |
|-------------------|-----------------------------------|-------------------------|----------------------------|--|--------|
| <b>Race:</b>      | American Indian or Alaska Native: | Asian:                  | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
| <b>Ethnicity:</b> | Hispanic or Latino:               | Not Hispanic or Latino: |                            |  |        |
| <b>Gender:</b>    | Female:                           | Male:                   |                            |  |        |

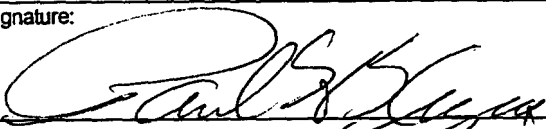
**Assignor/Transferor Certification Statements**

|   |     |            |                                  |
|---|-----|------------|----------------------------------|
| <p>1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i>, 13 FCC Rcd. 6293 (1998).</p> |     |            |                                  |
| <p>2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>   |     |            |                                  |
| <p>79) Typed or Printed Name of Party Authorized to Sign</p>  |     |            |                                  |
| First Name:   | MI: | Last Name: | Suffix:                          |
| Paul  | H   | Kuzia      |                                  |
| <p>80) Title:<br/>Executive Vice President, Technology and Regulatory Affairs</p>   |     |            |                                  |
| <p>Signature:<br/></p>  |     |            | <p>81) Date:<br/>DEC 10 1999</p> |

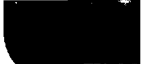
**Assignee/Transferee Certification Statements**

|   |
|---|
| <p>1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i>, 13 FCC Rcd. 6293 (1998).</p> |
| <p>2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.</p>   |
| <p>3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*</p> <p>* If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.</p>  |
| <p>4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.</p>   |
| <p>5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.</p>   |
| <p>6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.</p>  |
| <p>7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.</p>   |

**82) Typed or Printed Name of Party Authorized to Sign**

|  |     |            |                          |
|--|-----|------------|--------------------------|
| First Name:  | MI: | Last Name: | Suffix:                  |
| Paul   | H   | Kuzia      |                          |
| 83) Title:<br>Executive Vice President, Technology and Regulatory Affairs  |     |            |                          |
| Signature:<br>  |     |            | 84) Date:<br>DEC 10 1999 |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). |     |            |                          |

| <b>SERVICE</b> | <b>CALL SIGN</b> | <b>LICENSEE</b>                     |
|----------------|------------------|-------------------------------------|
| IB/IG          | KNNI382          | Arch Communications Enterprises LLC |
| IB/IG          | KNNJ539          | Arch Communications Enterprises LLC |
| IB/IG          | WNBD850          | Arch Communications Enterprises LLC |
| IB/IG          | WNBE272          | Arch Communications Enterprises LLC |
| IB/IG          | WNCX753          | Arch Communications Enterprises LLC |
| IB/IG          | WNJL715          | Arch Communications Enterprises LLC |
| IB/IG          | WNLC525          | Arch Communications Enterprises LLC |
| IB/IG          | WNPB942          | Arch Communications Enterprises LLC |
| IB/IG          | WNPF691          | Arch Communications Enterprises LLC |
| IB/IG          | WNUT968          | Arch Communications Enterprises LLC |
| IB/IG          | WNUU624          | Arch Communications Enterprises LLC |
| IB/IG          | WNWC609          | Arch Communications Enterprises LLC |
| IB/IG          | WNZS980          | Arch Communications Enterprises LLC |
| IB/IG          | WPBB642          | Arch Communications Enterprises LLC |
| IB/IG          | WPBF904          | Arch Communications Enterprises LLC |
| IB/IG          | WPBH997          | Arch Communications Enterprises LLC |
| IB/IG          | WPBH998          | Arch Communications Enterprises LLC |
| IB/IG          | WPBK655          | Arch Communications Enterprises LLC |
| IB/IG          | WPBS443          | Arch Communications Enterprises LLC |
| IB/IG          | WPBX713          | Arch Communications Enterprises LLC |
| IB/IG          | WPCC643          | Arch Communications Enterprises LLC |
| IB/IG          | WPCC828          | Arch Communications Enterprises LLC |
| IB/IG          | WPCD919          | Arch Communications Enterprises LLC |
| IB/IG          | WPGV203          | Arch Communications Enterprises LLC |
| IB/IG          | WPGW590          | Arch Communications Enterprises LLC |
| IB/IG          | WPIG860          | Arch Communications Enterprises LLC |
| IB/IG          | WPJG212          | Arch Communications Enterprises LLC |
| IB/IG          | WPJW698          | Arch Communications Enterprises LLC |
| IB/IG          | WPJW953          | Arch Communications Enterprises LLC |
| IB/IG          | WPKW570          | Arch Communications Enterprises LLC |



FCC Wireless Telecommunications Bureau  
Application for Assignments of Authorization  
and Transfers of Control

1) Application Purpose (Select only one) (TC)

|   |                                   |  |
|---|-----------------------------------|--|
| AA - Assignment of Authorization<br>TC - Transfer of Control  | AM - Amendment<br>WD - Withdrawal | NT - Required Notification (for Consummation of Assignment or Transfer)<br>EX - Request for Extension of Time (to Consummate Assignment or Transfer) |
| 2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC. |                                   | File Number:   |
| 2b) File numbers of related pending applications currently on file with the FCC:  |                                   |  |

Type of Transaction

|   |                     |
|---|---------------------|
| 3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?  | ( <u>N</u> ) Yes No |
| 3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?  | ( ) Yes <u>No</u>   |
| 4) For assignments of authorization only, is this a partition and/or disaggregation?  | ( ) Yes <u>No</u>   |
| 5) Does this filing request a waiver of the Commission's rules?   | ( <u>Y</u> ) Yes No |
| 6) Are attachments being filed with this application?   | ( <u>Y</u> ) Yes No |
| 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? | ( <u>Y</u> ) Yes No |
| 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?   | ( <u>Y</u> ) Yes No |

Transaction Information

|   |
|---|
| 8) How will the assignment of authorization or transfer of control be accomplished? Select One: ( S )   |
| <u>Sale</u> or other assignment or transfer of stock <u>Court</u> Order<br><u>Other</u> (voting trust agreement, management contract, etc.): _____<br>If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. |
| 9) The assignment of authorization or transfer of control of license is: ( <u>V</u> ) Voluntary Involuntary   |

Licensee/Assignor Information

|  |                            |  |         |
|--|----------------------------|--|---------|
| 10a) Taxpayer Identification Number:<br>[REDACTED]                       |                            | 10b) SGIN:   |         |
| 11) First Name (if individual):  | MI:                        | Last Name:   | Suffix: |
| 12) Entity Name (if not an individual):<br>Arch Connecticut Valley, Inc. |                            |  |         |
| 13) Attention To:<br>Kimberly Chagnon                                    |                            |  |         |
| 14) P.O. Box:  | And /Or                    | 15) Street Address:<br>1800 West Park Drive, Suite 250 |         |
| 16) City:<br>Westborough   | 17) State:<br>MA           | 18) Zip:<br>01581                                      |         |
| 19) Telephone Number:<br>(508) 870-6700                                  | 20) FAX:<br>(508) 898-1953 |  |         |
| 21) E-Mail Address:<br>kchagnon@arch.com                                 |                            |  |         |

**22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):**

|                   |                                   |                         |                            |  |        |
|-------------------|-----------------------------------|-------------------------|----------------------------|--|--------|
| <b>Race:</b>      | American Indian or Alaska Native: | Asian:                  | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
| <b>Ethnicity:</b> | Hispanic or Latino:               | Not Hispanic or Latino: |                            |  |        |
| <b>Gender:</b>    | Female:                           | Male:                   |                            |  |        |

**Transferor Information (for transfers of control only)**

|  |  |         |  |  |                   |
|--|--|---------|--|--|-------------------|
| 23a) Taxpayer Identification Number:<br>[REDACTED]   |  |         | 23b) SGIN  |  |                   |
| 24) First Name (if individual):  |  | MI:     | Last Name:   |  | Suffix:           |
| 25) Entity Name (if other than individual):<br>Shareholders of Arch Communications Group, Inc. |  |         |  |  |                   |
| 26) P.O. Box:  |  | And /Or | 27) Street Address:<br>1800 West Park Drive, Suite 250 |  |                   |
| 28) City:<br>Westborough   |  |         | 29) State:<br>MA                                       |  | 30) Zip:<br>01581 |
| 31) Telephone Number:<br>(508) 870-6700  |  |         | 32) FAX:<br>(508) 898-1953                             |  |                   |
| 33) E-Mail Address:  |  |         |  |  |                   |

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

|   |  |          |   |  |                        |
|---|--|----------|---|--|------------------------|
| 34) First Name:<br>Kathryn                        |  | MI:<br>A | Last Name:<br>Zachem                                  |  | Suffix:                |
| 35) Company Name:<br>Wilkinson Barker Knauer, LLP |  |          |   |  |                        |
| 36) P.O. Box:                                     |  | And /Or  | 37) Street Address:<br>2300 N Street, N.W., Suite 700 |  |                        |
| 38) City:<br>Washington                           |  |          | 39) State:<br>DC                                      |  | 40) Zip:<br>20037-1128 |
| 41) Telephone Number:<br>(202) 783-4141           |  |          | 42) FAX:<br>(202) 783-5851                            |  |                        |
| 43) E-Mail Address:<br>kzachem@wbklaw.com         |  |          |   |  |                        |

**Assignee/Transferee Information**

|  |  |     |            |                |         |
|--|--|-----|------------|----------------|---------|
| 44) Assignee is a(n): ( <u>C</u> ) <u>Individual Corporation</u> <u>Unincorporated Association</u> <u>Trust Partnership</u> <u>Government Entity Consortium</u> <u>Joint Venture</u> |  |     |            |                |         |
| 45a) Taxpayer Identification Number:<br>[REDACTED]   |  |     | 45b) SGIN  |                |         |
| 46) First Name (if individual):  |  | MI: | Last Name: |                | Suffix: |
| 47) Entity Name (if other than individual):<br>Shareholders of Arch Communications Group, Inc.   |  |     |            |                |         |
| 48) Name of Real Party in Interest:<br>N/A   |  |     |            | 49) TIN<br>N/A |         |
| 50) Attention To:<br>Kimberly Chagnon  |  |     |            |                |         |

|  |         |  |                   |
|--|---------|--|-------------------|
| 51) P.O. Box                             | And /Or | 52) Street Address:<br>1800 West Park Drive, Suite 250 |                   |
| 53) City:<br>Westborough                 |         | 54) State:<br>MA                                       | 55) Zip:<br>01581 |
| 56) Telephone Number:<br>(508) 870-6700  |         | 57) FAX:<br>(508) 898-1953                             |                   |
| 58) E-Mail Address:<br>kchagnon@arch.com |         |  |                   |

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

|   |          |   |                        |
|---|----------|---|------------------------|
| 59) First Name:<br>Kathryn                        | MI:<br>A | Last Name:<br>Zachem                                  | Suffix:                |
| 60) Company Name:<br>Wilkinson Barker Knauer, LLP |          |   |                        |
| 61) P.O. Box                                      | And /Or  | 62) Street Address:<br>2300 N Street, N.W., Suite 700 |                        |
| 63) City:<br>Washington                           |          | 64) State:<br>DC                                      | 65) Zip:<br>20037-1128 |
| 66) Telephone Number:<br>(202) 783-4141           |          | 67) FAX:<br>(202) 783-5851                            |                        |
| 68) E-Mail Address:<br>kzachem@arch.com           |          |   |                        |

**Alien Ownership Questions**

|   |                     |
|---|---------------------|
| 69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?   | ( N ) <u>Yes</u> No |
| 70) Is the Assignee or Transferee an alien or the representative of an alien?   | ( N ) <u>Yes</u> No |
| 71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?   | ( N ) <u>Yes</u> No |
| 72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?  | ( N ) <u>Yes</u> No |
| 73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?<br>If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. | ( N ) <u>Yes</u> No |


**Basic Qualification Questions**

|  |                     |
|--|---------------------|
| 74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?<br>If 'Yes', attach exhibit explaining circumstances.  | ( N ) <u>Yes</u> No |
| 75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court?<br>If 'Yes', attach exhibit explaining circumstances.   | ( N ) <u>Yes</u> No |
| 76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?<br>If 'Yes', attach exhibit explaining circumstances. | ( N ) <u>Yes</u> No |
| 77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items?<br>If 'Yes', attach exhibit explaining circumstances.  | ( N ) <u>Yes</u> No |

**78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):**

|                   |                                   |                         |                            |  |        |
|-------------------|-----------------------------------|-------------------------|----------------------------|--|--------|
| <b>Race:</b>      | American Indian or Alaska Native: | Asian:                  | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
| <b>Ethnicity:</b> | Hispanic or Latino:               | Not Hispanic or Latino: |                            |  |        |
| <b>Gender:</b>    | Female:                           | Male:                   |                            |  |        |


**Assignor/Transferor Certification Statements**

|   |     |            |                          |
|---|-----|------------|--------------------------|
| 1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998). |     |            |                          |
| 2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.  |     |            |                          |
| 79) Typed or Printed Name of Party Authorized to Sign   |     |            |                          |
| First Name:   | MI: | Last Name: | Suffix:                  |
| Paul  | H   | Kuzia      |                          |
| 80) Title:<br>Executive Vice President, Technology and Regulatory Affairs   |     |            |                          |
| Signature:    |     |            | 81) Date:<br>DEC 10 1999 |

**Assignee/Transferee Certification Statements**

|   |
|---|
| 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998). |
| 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.  |
| 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*<br>* If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.   |
| 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.  |
| 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.  |
| 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.   |
| 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.  |

## 82) Typed or Printed Name of Party Authorized to Sign

|  |     |            |                          |
|--|-----|------------|--------------------------|
| First Name:  | MI: | Last Name: | Suffix:                  |
| Paul   | H   | Kuzia      |                          |
| 83) Title:<br>Executive Vice President, Technology and Regulatory Affairs  |     |            |                          |
| Signature:<br>  |     |            | 84) Date:<br>DEC 10 1999 |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). |     |            |                          |

**FCC FORM 603**  
**EXHIBIT A**  
**Page 1 of 1**

| <b><i>SERVICE</i></b> | <b><i>CALL SIGN</i></b> | <b><i>LICENSEE</i></b>        |
|-----------------------|-------------------------|-------------------------------|
| GS                    | WPJY690                 | Arch Connecticut Valley, Inc. |



FCC Wireless Telecommunications Bureau  
Application for Assignments of Authorization  
and Transfers of Control

1) Application Purpose (Select only one) (TC)

|   |                                   |  |
|---|-----------------------------------|--|
| AA - Assignment of Authorization<br>TC - Transfer of Control  | AM - Amendment<br>WD - Withdrawal | NT - Required Notification (for Consummation of Assignment or Transfer)<br>EX - Request for Extension of Time (to Consummate Assignment or Transfer) |
| 2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC. |                                   | File Number:   |
| 2b) File numbers of related pending applications currently on file with the FCC:  |                                   |  |

Type of Transaction

|   |                     |
|---|---------------------|
| 3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?  | ( <u>N</u> ) Yes No |
| 3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?  | ( ) Yes <u>No</u>   |
| 4) For assignments of authorization only, is this a partition and/or disaggregation?  | ( ) Yes <u>No</u>   |
| 5) Does this filing request a waiver of the Commission's rules?   | ( <u>Y</u> ) Yes No |
| 6) Are attachments being filed with this application?   | ( <u>Y</u> ) Yes No |
| 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? | ( <u>Y</u> ) Yes No |
| 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?   | ( <u>Y</u> ) Yes No |

Transaction Information

|   |
|---|
| 8) How will the assignment of authorization or transfer of control be accomplished? Select One: ( <u>S</u> )  |
| <u>Sale</u> or other assignment or transfer of stock <u>Court Order</u><br><u>Other</u> (voting trust agreement, management contract, etc.): _____<br>If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. |
| 9) The assignment of authorization or transfer of control of license is: ( <u>V</u> ) Voluntary Involuntary   |

Licensee/Assignor Information

|  |                            |  |         |
|--|----------------------------|--|---------|
| 10a) Taxpayer Identification Number:<br>[REDACTED]                       |                            | 10b) SSIN:   |         |
| 11) First Name (if individual):  | MI:                        | Last Name:   | Suffix: |
| 12) Entity Name (if not an individual):<br>Arch Connecticut Valley, Inc. |                            |  |         |
| 13) Attention To:<br>Kimberly Chagnon                                    |                            |  |         |
| 14) P.O. Box:  | And /Or                    | 15) Street Address:<br>1800 West Park Drive, Suite 250 |         |
| 16) City:<br>Westborough   | 17) State:<br>MA           | 18) Zip:<br>01581                                      |         |
| 19) Telephone Number:<br>(508) 870-6700                                  | 20) FAX:<br>(508) 898-1953 |  |         |
| 21) E-Mail Address:<br>kchagnon@arch.com                                 |                            |  |         |

**22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):**

|                   |                                   |                         |                            |  |        |
|-------------------|-----------------------------------|-------------------------|----------------------------|--|--------|
| <b>Race:</b>      | American Indian or Alaska Native: | Asian:                  | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
| <b>Ethnicity:</b> | Hispanic or Latino:               | Not Hispanic or Latino: |                            |  |        |
| <b>Gender:</b>    | Female:                           | Male:                   |                            |  |        |

**Transferor Information (for transfers of control only)**

|  |  |         |  |                   |         |
|--|--|---------|--|-------------------|---------|
| 23a) Taxpayer Identification Number:<br>[REDACTED]   |  |         | 23b) SGIN  |                   |         |
| 24) First Name (if individual):  |  | MI:     | Last Name:   |                   | Suffix: |
| 25) Entity Name (if other than individual):<br>Shareholders of Arch Communications Group, Inc. |  |         |  |                   |         |
| 26) P.O. Box:  |  | And /Or | 27) Street Address:<br>1800 West Park Drive, Suite 250 |                   |         |
| 28) City:<br>Westborough   |  |         | 29) State:<br>MA                                       | 30) Zip:<br>01581 |         |
| 31) Telephone Number:<br>(508) 870-6700  |  |         | 32) FAX:<br>(508) 898-1953                             |                   |         |
| 33) E-Mail Address:  |  |         |  |                   |         |

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

|   |  |          |   |                        |         |
|---|--|----------|---|------------------------|---------|
| 34) First Name:<br>Kathryn                        |  | MI:<br>A | Last Name:<br>Zachem                                  |                        | Suffix: |
| 35) Company Name:<br>Wilkinson Barker Knauer, LLP |  |          |   |                        |         |
| 36) P.O. Box:                                     |  | And /Or  | 37) Street Address:<br>2300 N Street, N.W., Suite 700 |                        |         |
| 38) City:<br>Washington                           |  |          | 39) State:<br>DC                                      | 40) Zip:<br>20037-1128 |         |
| 41) Telephone Number:<br>(202) 783-4141           |  |          | 42) FAX:<br>(202) 783-5851                            |                        |         |
| 43) E-Mail Address:<br>kzachem@wbklaw.com         |  |          |   |                        |         |

**Assignee/Transferee Information**

|  |  |     |            |                |         |
|--|--|-----|------------|----------------|---------|
| 44) Assignee is a(n): ( <u>C</u> )      Individual Corporation <u>U</u> nincorporated Association <u>L</u> imited Liability Corporation <u>T</u> rust Partnership <u>G</u> overnment Entity Consortium <u>J</u> oint Venture |  |     |            |                |         |
| 45a) Taxpayer Identification Number:<br>[REDACTED]   |  |     | 45b) SGIN  |                |         |
| 46) First Name (if individual):  |  | MI: | Last Name: |                | Suffix: |
| 47) Entity Name (if other than individual):<br>Shareholders of Arch Communications Group, Inc.   |  |     |            |                |         |
| 48) Name of Real Party in Interest:<br>N/A   |  |     |            | 49) TIN<br>N/A |         |
| 50) Attention To:<br>Kimberly Chagnon  |  |     |            |                |         |

|  |                            |  |
|--|----------------------------|--|
| 51) P.O. Box:                            | And /Or                    | 52) Street Address:<br>1800 West Park Drive, Suite 250 |
| 53) City:<br>Westborough                 | 54) State:<br>MA           | 55) Zip:<br>01581                                      |
| 56) Telephone Number:<br>(508) 870-6700  | 57) FAX:<br>(508) 898-1953 |  |
| 58) E-Mail Address:<br>kchagnon@arch.com |                            |  |

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

|   |                            |   |         |
|---|----------------------------|---|---------|
| 59) First Name:<br>Kathryn                        | MI:<br>A                   | Last Name:<br>Zachem                                  | Suffix: |
| 60) Company Name:<br>Wilkinson Barker Knauer, LLP |                            |   |         |
| 61) P.O. Box:                                     | And /Or                    | 62) Street Address:<br>2300 N Street, N.W., Suite 700 |         |
| 63) City:<br>Washington                           | 64) State:<br>DC           | 65) Zip:<br>20037-1128                                |         |
| 66) Telephone Number:<br>(202) 783-4141           | 67) FAX:<br>(202) 783-5851 |   |         |
| 68) E-Mail Address:<br>kzachem@arch.com           |                            |   |         |

**Alien Ownership Questions**

|   |                     |
|---|---------------------|
| 69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?   | ( N ) <u>Yes</u> No |
| 70) Is the Assignee or Transferee an alien or the representative of an alien?   | ( N ) <u>Yes</u> No |
| 71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?   | ( N ) <u>Yes</u> No |
| 72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?  | ( N ) <u>Yes</u> No |
| 73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?<br>If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. | ( N ) <u>Yes</u> No |


**Basic Qualification Questions**

|  |                     |
|--|---------------------|
| 74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?<br>If 'Yes', attach exhibit explaining circumstances.  | ( N ) <u>Yes</u> No |
| 75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court?<br>If 'Yes', attach exhibit explaining circumstances.   | ( N ) <u>Yes</u> No |
| 76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?<br>If 'Yes', attach exhibit explaining circumstances. | ( N ) <u>Yes</u> No |
| 77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items?<br>If 'Yes', attach exhibit explaining circumstances.  | ( N ) <u>Yes</u> No |

**78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):**

|                   |                                   |                         |                            |  |        |
|-------------------|-----------------------------------|-------------------------|----------------------------|--|--------|
| <b>Race:</b>      | American Indian or Alaska Native: | Asian:                  | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
| <b>Ethnicity:</b> | Hispanic or Latino:               | Not Hispanic or Latino: |                            |  |        |
| <b>Gender:</b>    | Female:                           | Male:                   |                            |  |        |

**Assignor/Transferor Certification Statements**

|   |     |            |                          |
|---|-----|------------|--------------------------|
| 1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998). |     |            |                          |
| 2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.  |     |            |                          |
| 79) Typed or Printed Name of Party Authorized to Sign   |     |            |                          |
| First Name:   | MI: | Last Name: | Suffix:                  |
| Paul  | H   | Kuzia      |                          |
| 80) Title:<br>Executive Vice President, Technology and Regulatory Affairs   |     |            |                          |
| Signature:<br>   |     |            | 81) Date:<br>DEC 10 1999 |

**Assignee/Transferee Certification Statements**

|   |
|---|
| 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998). |
| 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.  |
| 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.<br>* If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.  |
| 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.  |
| 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.  |
| 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.   |
| 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.  |